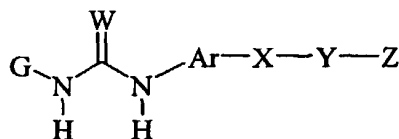


What is Claimed is:

1. A compound of the formula (II):



(II)

wherein:

G is:

- 15 phenyl, naphthyl, benzocyclobutanyl, dihydronaphthyl, tetrahydronaphthyl, benzocycloheptanyl, benzocycloheptenyl, indanyl, indenyl;

- pyridinyl, pyridonyl, quinolinyl, dihydroquinolinyl, tetrahydroquinoyl, isoquinolinyl, tetrahydroisoquinoyl, pyridazinyl, pyrimidinyl, pyrazinyl, benzimidazolyl, benzthiazolyl, benzoxazolyl, benzofuranyl, benzothiophenyl, benzpyrazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, benzooxazolonyl, benzo[1,4]oxazin-3-onyl, benzodioxolyl, benzo[1,3]dioxol-2-onyl, benzofuran-3-onyl, tetrahydrobenzopyranyl, indolyl, indolinyl, indolonyl, indolinonyl, phthalimidyl, chromoyl;

- oxetanyl, tetrahydrofuranyl, tetrahydrothiophenyl, piperidinyl, piperazinyl, morpholinyl, tetrahydropyranyl, dioxanyl, tetramethylene sulfonyl, tetramethylene sulfoxidyl, oxazolinyl, thiazolinyl, imidazolinyl, tetrahydropyridinyl, homopiperidinyl, pyrrolinyl, tetrahydropyrimidinyl, decahydroquinolinyl, decahydroisoquinolinyl, thiomorpholinyl, thiazolidinyl, dihydrooxazinyl, dihydropyranyl, oxocanyl, heptacanyl, thioxanyl or dithianyl;

- 30 wherein G is substituted by one or more R₁, R₂ or R₃;

Ar is:

phenyl, naphthyl, quinolinyl, isoquinolinyl, tetrahydronaphthyl, tetrahydroquinolinyl, tetrahydroisoquinolinyl, benzimidazolyl, benzofuranyl, dihydrobenzofuranyl, indolyl, 5 benzothienyl, dihydrobenzothienyl, indanyl, indenyl or indolyl each being optionally substituted by one or more R₄ or R₅;

X is:

10 a C₅₋₈ cycloalkyl or cycloalkenyl optionally substituted with one to two oxo groups or one to three C₁₋₄ alkyl, C₁₋₄ alkoxy or C₁₋₄ alkylamino chains;

phenyl, furanyl, thienyl, pyrrolyl, pyrazolyl, imidazolyl, pyridinyl, pyrimidinyl, pyridinonyl, dihydropyridinonyl, maleimidyl, dihydromaleimidyl, piperdinyl, benzimidazole, 3H-imidazo[4,5-b]pyridine, piperazinyl, pyridazinyl or pyrazinyl;

15

Y is:

a bond or a C₁₋₄ saturated or unsaturated branched or unbranched carbon chain optionally partially or fully halogenated, wherein one or more methylene groups are optionally replaced by O, N, or S(O)_m and wherein Y is optionally independently substituted with 20 one to two oxo groups, phenyl or one or more C₁₋₄ alkyl optionally substituted by one or more halogen atoms;

Z is:

25 halogen, C₁₋₄ alkyl, nitrile, amino, hydroxy, C₁₋₆ alkoxy, NH₂C(O), mono- or di(C₁₋₃alkyl) aminocarbonyl, mono- or di(C₁₋₃alkyl)amino, secondary or tertiary amine wherein the amino nitrogen is covalently bonded to C₁₋₃ alkyl or C₁₋₅ alkoxyalkyl, pyridinyl-C₁₋₃ alkyl, imidazolyl-C₁₋₃ alkyl, tetrahydrofuranyl-C₁₋₃ alkyl, nitrile-C₁₋₃ alkyl, carboxamide-C₁₋₃ alkyl, phenyl, wherein the phenyl ring is optionally substituted with one to two halogen, 30 C₁₋₆ alkoxy, hydroxy or mono- or di-(C₁₋₃ alkyl)amino, C₁₋₆ alkyl-S(O)_m, or phenyl-

S(O)_m, wherein the phenyl ring is optionally substituted with one to two halogen, C₁₋₆ alkoxy, hydroxy, halogen or mono- or di-(C₁₋₃ alkyl)amino;

5 C₁₋₆ alkyl-S(O)_m, and phenyl-S(O)_m, wherein the phenyl ring is optionally substituted with one to two halogen, C₁₋₆ alkoxy, hydroxy or mono- or di-(C₁₋₃ alkyl)amino;

each R₁ is independently:

10 C₁₋₁₀ alkyl optionally be partially or fully halogenated, and optionally substituted with one to three C₃₋₁₀ cycloalkanyl, hydroxy, phenyl, naphthyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, pyrrolyl, imidazolyl, pyrazolyl, thienyl, furyl, isoxazolyl or isothiazolyl; each of the aforementioned being optionally substituted with one to five groups selected from halogen, C₁₋₆ alkyl which is optionally partially or fully halogenated, C₃₋₈ cycloalkanyl, C₅₋₈ cycloalkenyl, hydroxy, nitrile, C₁₋₃ alkoxy which is 15 optionally partially or fully halogenated or NH₂C(O), mono- or di-(C₁₋₃alkyl)amino, and mono- or di-(C₁₋₃alkyl)aminocarbonyl;

cyclopropyloxy, cyclobutyloxy, cyclopentyloxy, cyclohexyloxy, or cycloheptyloxy each being optionally partially or fully halogenated and optionally substituted with one to three 20 C₁₋₃ alkyl groups optionally partially or fully halogenated, CN, hydroxyC₁₋₃alkyl or aryl; or an analog of such cycloalkyl group wherein one to three ring methylene groups are independently replaced by O, S(O)_m, CHOH, >C=O, >C=S or NH;

phenyloxy or benzyloxy each being optionally partially or fully halogenated and 25 optionally substituted with one to three C₁₋₃ alkyl groups optionally partially or fully halogenated, CN, hydroxyC₁₋₃alkyl or aryl; or an analog of such cycloaryl group wherein one to two ring methyne groups are independently replaced by N;

cyclopropanyl, cyclobutanyl, cyclopentanyl, cyclohexanyl, cycloheptanyl, 30 bicyclopentanyl, bicyclohexanyl or bicycloheptanyl, each being optionally partially or fully halogenated and optionally substituted with one to three C₁₋₃ alkyl optionally

partially or fully halogenated, CN, hydroxyC₁₋₃alkyl or aryl; or an analog of such cycloalkyl group wherein one to three ring methylene groups are independently replaced by O, S(O)_m, CHOH, >C=O, >C=S or NH;

- 5 C₃₋₁₀ branched or unbranched alkenyl each being optionally partially or fully halogenated, and optionally substituted with one to three C₁₋₅ branched or unbranched alkyl, phenyl, naphthyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, pyrrolyl, imidazolyl, pyrazolyl, thienyl, furyl, isoxazolyl or isothiazolyl, each of the aforementioned being substituted with one to five halogen, C₁₋₆ alkyl which is optionally partially or fully halogenated,
- 10 cyclopropanyl, cyclobutanyl, cyclopentanyl, cyclohexanyl, cycloheptanyl, bicyclopentanyl, bicyclohexanyl and bicycloheptanyl, hydroxy, nitrile, C₁₋₃ alkyloxy which is optionally partially or fully halogenated, NH₂C(O), mono- or di(C₁₋₃alkyl)aminocarbonyl; the C₃₋₁₀ branched or unbranched alkenyl being optionally interrupted by one or more heteroatoms chosen from O, N and S(O)_m;
- 15 cyclopentenyl, cyclohexenyl, cyclohexadienyl, cycloheptenyl, cycloheptadienyl, bicyclohexenyl or bicycloheptenyl, wherein such cycloalkenyl group is optionally substituted with one to three C₁₋₃ alkyl groups;

- 20 nitrile, halogen;

methoxycarbonyl, ethoxycarbonyl and propoxycarbonyl;

silyl containing three C₁₋₄ alkyl groups optionally partially or fully halogenated;

- 25 C₃₋₆ alkynyl branched or unbranched carbon chain optionally partially or fully halogenated, wherein one or more methylene groups are optionally replaced by O, NH or S(O)_m and wherein said alkynyl group is optionally independently substituted with one to two oxo groups, pyrroldinyl, pyrrolyl, one or more C₁₋₄ alkyl optionally substituted by
- 30 one or more halogen atoms, nitrile, morpholino, piperidinyl, piperazinyl, imidazolyl, phenyl, pyridinyl, tetrazolyl, or mono- or di(C₁₋₃alkyl)amino optionally substituted by

one or more halogen atoms;

each R_2 , R_4 , and R_5 is

- 5 a C_{1-6} branched or unbranched alkyl optionally partially or fully halogenated, acetyl, aroyl, C_{1-4} branched or unbranched alkoxy, each being optionally partially or fully halogenated, halogen, methoxycarbonyl, C_{1-3} alkyl-S(O)_m optionally partially or fully halogenated, or phenylsulfonyl;
- 10 C_{1-6} alkoxy, hydroxy, amino, or mono- or di-(C_{1-4} alkyl)amino, nitrile, halogen;

OR₆;

nitro; or

- 15 mono- or di-(C_{1-4} alkyl)amino-S(O)₂ optionally partially or fully halogenated, or H₂NSO₂;

each R_3 is independently:

- 20 phenyl, naphthyl, morpholinyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, pyrrolyl, pyrrolidinyl, imidazolyl, pyrazolyl, thiazolyl, oxazolyl, triazolyl, tetrazolyl, thienyl, furyl, tetrahydrofuryl, isoxazolyl, isothiazolyl, quinolinyl, isoquinolinyl, indolyl, benzimidazolyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, benzpyrazolyl,
- 25 benzothiofuranyl, cinnolinyl, pterindinyl, phthalazinyl, naphthypyridinyl, quinoxalinyl, quinazolinyl, purinyl or indazolyl, each of the aforementioned is optionally substituted with one to three phenyl, naphthyl, heterocycle or heteroaryl as hereinabove described in this paragraph, C_{1-6} branched or unbranched alkyl which is optionally partially or fully
- 30 halogenated, cyclopropanyl, cyclobutanyl, cyclopentanyl, cyclohexanyl, cycloheptanyl, bicyclopentanyl, bicyclohexanyl, bicycloheptanyl, phenyl C_{1-5} alkyl, naphthyl C_{1-5} alkyl, halogen, hydroxy, oxo, nitrile, C_{1-3} alkyloxy optionally partially or fully halogenated,

- phenyloxy, naphthyloxy, heteroaryloxy or heterocyclicoxy wherein the heterocyclic or heteroaryl moiety is as hereinabove described in this paragraph, nitro, amino, mono- or di-(C₁₋₃alkyl)amino, phenylamino, naphthylamino, heteroaryl or heterocyclic amino wherein the heteroaryl heterocyclic moiety is as hereinabove described in this paragraph,
- 5 NH₂C(O), a mono- or di-(C₁₋₃alkyl) aminocarbonyl, C₁₋₅ alkyl-C(O)-C₁₋₄ alkyl, amino-C₁₋₅ alkyl, mono- or di-(C₁₋₃alkyl)amino-C₁₋₅ alkyl, amino-S(O)₂, di-(C₁₋₃alkyl)amino-S(O)₂, R₇-C₁₋₅ alkyl, R₈-C₁₋₅ alkoxy, R₉-C(O)-C₁₋₅ alkyl, R₁₀-C₁₋₅ alkyl(R₁₁)N, carboxy-mono- or di-(C₁₋₅alkyl)-amino;
- 10 a fused aryl selected from benzocyclobutanyl, indanyl, indenyl, dihydronaphthyl, tetrahydronaphthyl, benzocycloheptanyl and benzocycloheptenyl, or a fused heteroaryl selected from cyclopentenopyridinyl, cyclohexanopyridinyl, cyclopentanopyrimidinyl, cyclohexanopyrimidinyl, cyclopentanopyrazinyl, cyclohexanopyrazinyl, cyclopentanopyridazinyl, cyclohexanopyridazinyl, cyclopentanoquinolinyl,
- 15 cyclohexanoquinolinyl, cyclopentanoisoquinolinyl, cyclohexanoisoquinolinyl, cyclopentanoindolyl, cyclohexanoindolyl, cyclopentanobenzimidazolyl, cyclohexanobenzimidazolyl, cyclopentanobenzoxazolyl, cyclohexanobenzoxazolyl, cyclopentanoimidazolyl, cyclohexanoimidazolyl, cyclopentanothienyl and cyclohexanothienyl; wherein the fused aryl or fused heteroaryl ring is independently
- 20 substituted with zero to three phenyl, naphthyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, pyrrolyl, imidazolyl, pyrazolyl, thienyl, furyl, isoxazolyl, isothiazolyl, C₁₋₆ alkyl which is optionally partially or fully halogenated, halogen, nitrile, C₁₋₃ alkyloxy which is optionally partially or fully halogenated, phenyloxy, naphthyloxy, heteroaryloxy or heterocyclicoxy wherein the heteroaryl or heterocyclic moiety is as hereinabove
- 25 described in this paragraph, nitro, amino, mono- or di-(C₁₋₃alkyl)amino, phenylamino, naphthylamino, heteroaryl or heterocyclic amino wherein the heteroaryl or heterocyclic moiety is as hereinabove described in this paragraph, NH₂C(O), mono- or di-(C₁₋₃alkyl)aminocarbonyl, C₁₋₄ alkyl-OC(O), C₁₋₅ alkyl-C(O)-C₁₋₄ alkyl, amino-C₁₋₅ alkyl, mono- or di-(C₁₋₃)alkylamino-C₁₋₅ alkyl, R₁₂-C₁₋₅ alkyl, R₁₃-C₁₋₅ alkoxy, R₁₄-C(O)-C₁₋₅ alkyl or R₁₅-C₁₋₅ alkyl(R₁₆)N;
- 30

cyclopropanyl, cyclobutanyl, cyclopentanyl, cyclohexanyl, cycloheptanyl, bicyclopentanyl, bicyclohexanyl or bicycloheptanyl, each being optionally be partially or fully halogenated and optionally substituted with one to three C₁₋₃ alkyl groups, or an analog of such cycloalkyl group wherein one to three ring methylene groups are
 5 independently replaced by O, S, CHOH, >C=O, >C=S or NH;

cyclopentenyl, cyclohexenyl, cyclohexadienyl, cycloheptenyl, cycloheptadienyl, bicyclohexenyl or bicycloheptenyl, each optionally substituted with one to three C₁₋₃ alkyl groups;

10 C₁₋₄ alkyl-phenyl-C(O)-C₁₋₄ alkyl-, C₁₋₄ alkyl-C(O)-C₁₋₄ alkyl- or C₁₋₄ alkyl-phenyl-S(O)_m-C₁₋₄ alkyl-;

C₁₋₆ alkyl or C₁₋₆ branched or unbranched alkoxy each of which is optionally partially or
 15 fully halogenated or optionally substituted with R₁₇;

OR₁₈ or C₁₋₆ alkyl optionally substituted with OR₁₈;

amino or mono- or di-(C₁₋₅alkyl)amino optionally substituted with R₁₉;

20 R₂₀C(O)N(R₂₁)-, R₂₂O- or R₂₃R₂₄NC(O)-; R₂₆(CH₂)_mC(O)N(R₂₁)- or R₂₆C(O)(CH₂)_mN(R₂₁)-;

C₂₋₆alkenyl substituted by R₂₃R₂₄NC(O)-;

25 C₂₋₆ alkynyl branched or unbranched carbon chain, optionally partially or fully halogenated, wherein one or more methylene groups are optionally replaced by O, NH, S(O)_m and wherein said alkynyl group is optionally independently substituted with one to two oxo groups, pyrrolidinyl, pyrrolyl, morpholinyl, piperidinyl, piperazinyl, imidazolyl, phenyl, pyridinyl, tetrazolyl one or more C₁₋₄ alkyl optionally substituted by one or more
 30 halogen atoms, nitrile, morpholino, piperidinyl, piperazinyl, imidazolyl, phenyl,

pyridinyl, tetrazolyl, or mono- or di-(C₁₋₄ alkyl)amino which may be substituted by one or more halogen atoms; or
aroyl;

5 R₆ is a:

C₁₋₄ alkyl optionally partially or fully halogenated and optionally substituted with R₂₆;

each R₇, R₈, R₉, R₁₀, R₁₂, R₁₃, R₁₄, R₁₅, R₁₇, R₁₉, R₂₅ and R₂₆ is independently:
10 nitrile, phenyl, morpholino, piperidinyl, piperazinyl, imidazolyl, pyridinyl, tetrazolyl,
amino or mono- or di-(C₁₋₄alkyl)amino optionally partially or fully halogenated;

each R₁₁ and R₁₆ is independently:
hydrogen or C₁₋₄ alkyl optionally partially or fully halogenated;

15

R₁₈ is independently:
hydrogen or a C₁₋₄ alkyl optionally independently substituted with oxo or R₂₅;

R₂₀ is independently:
20 C₁₋₁₀ alkyl optionally partially or fully halogenated, phenyl, or pyridinyl;

R₂₁ is independently:
hydrogen or C₁₋₃ alkyl optionally partially or fully halogenated;

25 each R₂₂, R₂₃ and R₂₄ is independently:
hydrogen, C₁₋₆ alkyl optionally partially or fully halogenated, said C₁₋₆ alkyl is optionally
interrupted by one or more O, N or S, said C₁₋₆ alkyl also being independently optionally
substituted by mono- or di-(C₁₋₃alkyl)aminocarbonyl, phenyl, pyridinyl, amino or mono-
or di-(C₁₋₄alkyl)amino each of which is optionally partially or fully halogenated and
30 optionally substituted with mono- or di-(C₁₋₃alkyl)amino;
or R₂₃ and R₂₄ taken together optionally form a heterocyclic or heteroaryl ring;

m = 0, 1 or 2;

W is O or S and

5

pharmaceutically acceptable derivatives thereof.

2. The compound according to claim 1 wherein

10

G is phenyl, pyridinyl, pyridonyl, naphthyl, quinolinyl, isoquinolinyl, pyrazinyl, benzimidazolyl, benzoxazolyl, benzofuranyl, benzothiophenyl, benzpyrazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, indanyl, indenyl, indolyl, indolinyl, indolonyl or indolinonyl, wherein G is substituted by one or more R₁, R₂ or R₃;

15

Ar is:

naphthyl, quinolinyl, isoquinolinyl, tetrahydronaphthyl, tetrahydroquinolinyl, tetrahydroisoquinolinyl, indanyl, indenyl or indolyl each being optionally substituted by one or more R₄ or R₅ groups;

20

X is:

phenyl, furanyl, thienyl, pyrrolyl, pyrazolyl, imidazolyl, pyridinyl, pyrimidinyl, pyridinonyl, dihydropyridinonyl, maleimidyl, dihydromaleimidyl, piperdinyl, piperazinyl, pyridazinyl or pyrazinyl;

25

Y is:

a bond or

a C₁₋₄ saturated or unsaturated carbon chain wherein one of the carbon atoms is optionally replaced by O, N, or S(O)_m and wherein Y is optionally independently substituted with

30

one to two oxo groups, phenyl or one or more C_{1-4} alkyl optionally substituted by one or more halogen atoms;

Z is:

nitrile, C_{1-6} alkyl- $S(O)_m$, halogen, hydroxy, C_{1-4} alkoxy, amino, mono- or di- $(C_{1-6}$ alkyl)amino, mono- or di- $(C_{1-3}$ alkyl)aminocarbonyl, or $NH_2C(O)$;

each R_1 is independently:

C_{3-6} alkyl optionally partially or fully halogenated, and optionally substituted with one to three C_{3-6} cycloalkyl, phenyl, thienyl, furyl, isoxazolyl or isothiazolyl; each of the aforementioned being optionally substituted with one to three groups selected from halogen, C_{1-3} alkyl which is optionally partially or fully halogenated, hydroxy, nitrile or C_{1-3} alkoxy which is optionally partially or fully halogenated;

cyclopropyl, cyclobutyl, cyclopentanyl, cyclohexanyl, bicyclopentanyl or bicyclohexanyl, each being optionally partially or fully halogenated and optionally substituted with one to three C_{1-3} alkyl groups optionally partially or fully halogenated, CN, hydroxy C_{1-3} alkyl or phenyl; or an analog of such cycloalkyl group wherein one to three ring methylene groups are independently replaced by O, S, CHOH, $>C=O$, $>C=S$ or NH; or

silyl containing three C_{1-4} alkyl groups optionally partially or fully halogenated;

R_2 is independently:

halogen, C_{1-3} alkoxy, C_{1-3} alkyl- $S(O)_m$ optionally partially or fully halogenated, phenylsulfonyl or nitrile;

R_3 is independently:

phenyl, morpholino, pyridinyl, pyrimidinyl, pyrazinyl, pyrrolyl, pyrrolylidinyl,
 imidazolyl, pyrazolyl, each being optionally substituted with one to three phenyl,
 naphthyl, heterocycle or heteroaryl as hereinabove described in this paragraph, C₁₋₆ alkyl
 5 which is optionally partially or fully halogenated, cyclopropanyl, cyclobutanyl,
 cyclopentanyl, cyclohexanyl, cycloheptanyl, bicyclopentanyl, bicyclohexanyl,
 bicycloheptanyl, phenyl C₁₋₅ alkyl, naphthyl C₁₋₅ alkyl, halogen, oxo, hydroxy, nitrile, C₁₋₃
 alkyloxy optionally partially or fully halogenated, phenyloxy, naphthyloxy, heteroaryloxy
 or heterocycloxy wherein the heteroaryl or heterocyclic moiety is as hereinabove
 10 described in this paragraph, nitro, amino, mono- or di-(C₁₋₃alkyl)amino, phenylamino,
 naphthylamino, heteroaryl or heterocyclic amino wherein the heteroaryl or heterocyclic
 moiety is as hereinabove described in this paragraph, NH₂C(O), a mono- or di-(C₁₋₃
 alkyl)aminocarbonyl, C₁₋₅ alkyl-C(O)-C₁₋₄ alkyl, mono- or di-(C₁₋₃alkyl)amino, mono- or
 di-(C₁₋₃alkyl)amino-C₁₋₅ alkyl, mono- or di-(C₁₋₃alkyl)amino-S(O)₂, R₇-C₁₋₅ alkyl, R₈-C₁₋₅
 15 alkoxy, R₉-C(O)-C₁₋₅ alkyl, R₁₀-C₁₋₅ alkyl(R₁₁)N, carboxy-mono- or di-(C₁₋₅)-alkyl-
 amino;

C₁₋₃ alkyl or C₁₋₄ alkoxy each being optionally partially or fully halogenated or optionally
 substituted with R₁₇;

20

OR₁₈ or C₁₋₆ alkyl optionally substituted with OR₁₈;

amino or mono- or di- (C₁₋₅ alkyl)amino optionally substituted with R₁₉;

25 R₂₀C(O)N(R₂₁)-, R₂₂O-; R₂₃R₂₄NC(O)-; R₂₆CH₂C(O)N(R₂₁)- or R₂₆C(O)CH₂N(R₂₁)-;
 C₂₋₄alkenyl substituted by R₂₃R₂₄NC(O)-; or

C₂₋₄ alkynyl branched or unbranched carbon chain optionally partially or fully
 halogenated and optionally independently substituted with one to two oxo groups,
 30 pyrroldinyl, pyrrolyl, morpholinyl, piperidinyl, piperazinyl, imidazolyl, phenyl, pyridinyl,

tetrazolyl or one or more C₁₋₄ alkyl optionally substituted by one or more halogen atoms;
and

R₂₃ and R₂₄ taken together optionally form imidazolyl, piperidinyl, morpholinyl,
piperazinyl or a pyridinyl ring.

5

3. The compound according to claim 2 wherein:

G is phenyl, pyridinyl, pyridonyl, naphthyl, quinolinyl, isoquinolinyl, pyrazinyl,
10 benzothiophenyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, indanyl, indolyl,
indolinyl, indolonyl or indolinonyl, wherein G is substituted by one or more R₁, R₂ or R₃;

Ar is naphthyl;

15

X is

phenyl, imidazolyl, pyridinyl, pyrimidinyl, piperdinyl, piperazinyl, pyridazinyl or
pyrazinyl each being optionally independently substituted with one to three C₁₋₄ alkyl, C₁₋₄
alkoxy, hydroxy, nitrile, amino, mono- or di-(C₁₋₃ alkyl)amino, mono- or di-(C₁₋₃
alkylamino)carbonyl, NH₂C(O), C₁₋₆ alkyl-S(O)_m or halogen;

20

Y is:

a bond or

a C₁₋₄ saturated carbon chain wherein one of the carbon atoms is optionally replaced by
O, N or S and wherein Y is optionally independently substituted with an oxo group;

25

Z is:

C₁₋₃ alkoxy;

each R₁ is independently:

30

C₃₋₅ alkyl optionally partially or fully halogenated, and optionally substituted with phenyl substituted with zero to three halogen, C₁₋₃ alkyl which is optionally partially or fully halogenated, hydroxy, nitrile or C₁₋₃alkoxy which is optionally partially or fully halogenated;

5

cyclopropyl, cyclobutyl, cyclopentanyl, cyclohexanyl, bicyclopentanyl or bicyclohexanyl, each being optionally partially or fully halogenated and optionally substituted with one to three C₁₋₃ alkyl groups optionally partially or fully halogenated, CN, hydroxyC₁₋₃alkyl or phenyl; and an analog of cyclopropyl, cyclobutyl, cyclopentanyl, cyclohexanyl, bicyclopentanyl or bicyclohexanyl wherein one ring methylene group is replaced by O; and

10

silyl containing three C₁₋₂ independently alkyl groups optionally partially or fully halogenated;

15

each R₂ is independently:

bromo, chloro, fluoro, methoxy, methylsulfonyl or nitrile;

each R₃ is independently:

20

phenyl, morpholino, pyridinyl, pyrimidinyl, pyrrolylidinyl, 2,5-pyrrolidin-dionyl, imidazolyl, pyrazolyl, each of the aforementioned is optionally substituted with one to three C₁₋₃ alkyl which is optionally partially or fully halogenated, halogen, oxo, hydroxy, nitrile and C₁₋₃ alkyloxy optionally partially or fully halogenated;

25

C₁₋₃ alkyl or C₁₋₃ alkoxy optionally partially or fully halogenated or optionally substituted with R₁₇;

OR₁₈ or C₁₋₃ alkyl optionally substituted with OR₁₈;

30

amino or mono- or di-(C₁₋₃ alkyl)amino optionally substituted with R₁₉;

$R_{20}C(O)N(R_{21})-$, $R_{22}O-$; $R_{23}R_{24}NC(O)-$; $R_{26}CH_2C(O)N(R_{21})-$ or $R_{26}C(O)CH_2N(R_{21})-$;

C_{2-4} alkenyl substituted by $R_{23}R_{24}NC(O)-$; or

- 5 C_{2-4} alkynyl substituted with pyrrolidinyl or pyrrolyl;
and
 R_{23} and R_{24} taken together optionally form morpholino.

- 10 4. The compound according to claim 3 wherein

G is phenyl, pyridinyl, pyridonyl, naphthyl, quinolinyl, isoquinolinyl, dihydrobenzofuranyl, indanyl, indolinyl, indolonyl, or indolinonyl, wherein G is substituted by one or more R_1 , R_2 or R_3 ;

15

Ar is 1-naphthyl;

X is:

- phenyl, imidazolyl, pyridinyl, pyrimidinyl, piperdinyl, piperazinyl, pyridazinyl or
20 pyrazinyl;

Y is:

a bond or

$-CH_2-$, $-CH_2CH_2-$, $-C(O)-$, $-O-$, $-S-$, $-NH-CH_2CH_2CH_2-$, $-N(CH_3)-$, or $-NH-$;

25

each R_1 is independently:

C_{3-5} alkyl optionally partially or fully halogenated, and optionally substituted with
phenyl;

30

cyclopropyl, cyclopentanyl, cyclohexanyl and bicyclopentanyl optionally substituted with one to three methyl groups optionally partially or fully halogenated, CN, hydroxymethyl or phenyl; or 2-tetrahydrofuranyl substituted by methyl; or trimethyl silyl;

5

each R₃ is independently:

phenyl, morpholinyl, pyridinyl, pyrimidinyl, pyrrolidinyl, 2,5-pyrrolidin-dionyl, imidazolyl or pyrazolyl, wherein any of the aforementioned is optionally substituted with C₁₋₂ alkyl which is optionally partially or fully halogenated;

10

C₁₋₃ alkyl or C₁₋₃ alkoxy each being optionally partially or fully halogenated or optionally substituted with diethylamino;

15 OR₁₈ or C₁₋₃ alkyl optionally substituted with OR₁₈;

amino or mono- or di-(C₁₋₃ alkyl)amino optionally substituted with R₁₉;

CH₃C(O)NH-, R₂₂O-; R₂₃R₂₄NC(O)-; R₂₆CH₂C(O)N(R₂₁)- or R₂₆C(O)CH₂N(R₂₁)-;

20

C₂₋₄alkenyl substituted by R₂₃R₂₄NC(O)-; or

C₂₋₄ alkynyl substituted with pyrrolidinyl or pyrrolyl;

25 R₂₃ and R₂₄ are H or R₂₃ and R₂₄ taken together optionally form morpholino; and R₂₆ is morpholino.

5. The compound according to claim 4 wherein

30

G is

phenyl, pyridinyl or naphthyl wherein G is substituted by one or more R₁, R₂ or R₃;

X is:

imidazolyl or pyridinyl;

5

Y is:

-CH₂-, -NH-CH₂CH₂CH₂- or -NH-;

each R₁ is independently:

10 tert-butyl, sec-butyl, tert-amyl or phenyl;

R₂ is chloro;

R₃ is independently:

15

methyl, methoxy, methoxymethyl, hydroxypropyl, acetamide, morpholino or morpholinocarbonyl.

6. The compound according to claim 5 wherein X is pyridinyl.

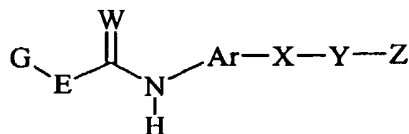
20

7. The compound according to claim 6 wherein the pyridinyl is attached to Ar via the 3-pyridinyl position.

25

8. A compound of the formula (III):

30



(III)

wherein:

5

E is -NH-;

G is:

phenyl, naphthyl, benzocyclobutanyl, dihydronaphthyl, tetrahydronaphthyl,
 10 benzocycloheptanyl, benzocycloheptenyl, indanyl, indenyl;
 pyridinyl, pyridonyl, quinolinyl, dihydroquinolinyl, tetrahydroquinoyl, isoquinolinyl,
 tetrahydroisoquinoyl, pyridazinyl, pyrimidinyl, pyrazinyl, benzimidazolyl,
 benzthiazolyl, benzooxazolyl, benzofuranyl, benzothiophenyl, benzpyrazolyl,
 dihydrobenzofuranyl, dibenzofuranyl, dihydrobenzothiophenyl, benzooxazolonyl,
 15 benzo[1,4]oxazin-3-onyl, benzodioxolyl, benzo[1,3]dioxol-2-onyl, benzofuran-3-onyl,
 tetrahydrobenzopyranyl, indolyl, 2,3-dihydro-1H-indolyl, indolinyl, indolonyl,
 indolinonyl, phthalimidyl;
 oxetanyl, tetrahydrothiophenyl, piperidinyl, piperazinyl, morpholino, tetrahydropyranyl,
 dioxanyl, 3,4-dihydro-2H-benzo[1,4]oxazinyl, tetrahydropyridinyl, homopiperidinyl,
 20 pyrrolinyl, tetrahydropyrimidinyl, decahydroquinolinyl, decahydroisoquinolinyl,
 thiomorpholino, dihydropyranyl, oxocanyl or heptacanyl;
 wherein G is optionally substituted by one or more R₁, R₂ or R₃.

Ar is:

25 phenyl, naphthyl, quinolinyl, isoquinolinyl, tetrahydronaphthyl, tetrahydroquinolinyl,
 tetrahydroisoquinolinyl, benzimidazolyl, benzofuranyl, dihydrobenzofuranyl, indolinyl,
 benzothienyl, dihydrobenzothienyl, indanyl, indenyl or indolyl each being optionally
 substituted by one or more R₄ or R₅;

30

X is:

a C₅₋₈ cycloalkyl or cycloalkenyl optionally substituted with one to two oxo groups or one to three C₁₋₄ alkyl, C₁₋₄ alkoxy or C₁₋₄ alkylamino chains each being branched or unbranched;

- 5 aryl, furanyl, thienyl, pyrrolyl, pyrazolyl, imidazolyl, pyridinyl, pyrimidinyl, pyridinonyl, dihydropyridinonyl, maleimidyl, dihydromaleimidyl, piperdinyl, benzimidazole, 3H-imidazo[4,5-b]pyridine, piperazinyl, pyridazinyl or pyrazinyl; each being optionally independently substituted with one to three C₁₋₄ alkyl, C₁₋₄alkoxy, hydroxy, nitrile, amino, mono- or di-(C₁₋₃ alkyl)amino, mono- or di-(C₁₋₃ alkylamino)carbonyl, NH₂C(O), C₁₋₆
10 alkyl-S(O)_m or halogen;

Y is:

- a bond or a C₁₋₄ saturated or unsaturated branched or unbranched carbon chain optionally partially or fully halogenated, wherein one or more C atoms are optionally replaced by O,
15 N, or S(O)_m and wherein Y is optionally independently substituted with one to two oxo groups, nitrile, phenyl or one or more C₁₋₄ alkyl optionally substituted by one or more halogen atoms;

Z is:

- 20 hydroxy, halogen, nitrile, amino wherein the N atom is optionally independently mono- or di-substituted by C₁₋₃acyl, C₁₋₆alkyl or C₁₋₃alkoxyC₁₋₃alkyl, C₁₋₆alkyl branched or unbranched, C₁₋₆alkoxy, C₁₋₃acylamino, nitrileC₁₋₄alkyl, C₁₋₆ alkyl-S(O)_m, and phenyl-S(O)_m, wherein the phenyl ring is optionally substituted with one to two halogen, C₁₋₆ alkoxy, hydroxy or mono- or di-(C₁₋₃ alkyl)amino;

25

each R₁ is independently:

- C₁₋₁₀ alkyl branched or unbranched optionally partially or fully halogenated, wherein one or more C atoms are optionally independently replaced by O, N or S(O)_m, and wherein said C₁₋₁₀ alkyl is optionally substituted with one to three C₃₋₁₀ cycloalkyl, hydroxy, oxo,
30 phenyl, naphthyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, pyrrolyl, pyrrolidinyl, imidazolyl, pyrazolyl, thienyl, furyl, dioxolanyl, isoxazolyl or isothiazolyl; each of the

aforementioned being optionally substituted with one to five groups selected from halogen, C₁₋₆ alkyl which is optionally partially or fully halogenated, C₃₋₈ cycloalkanyl, C₅₋₈ cycloalkenyl, hydroxy, nitrile, C₁₋₃ alkoxy which is optionally partially or fully halogenated, NH₂C(O), mono- or di(C₁₋₃alkyl)amino, and mono- or
 5 di(C₁₋₃alkyl)aminocarbonyl;

or R₁ is

cyclopropyloxy, cyclobutyloxy, cyclopentyloxy, cyclohexyloxy, or cycloheptyloxy each being optionally partially or fully halogenated and optionally substituted with one to three
 10 C₁₋₃ alkyl groups optionally partially or fully halogenated, nitrile, hydroxyC₁₋₃alkyl or aryl; or an analog of such cycloalkyl group wherein one to three ring methylene groups are independently replaced by O, S(O)_m, CHOH, >C=O, >C=S or NH;

phenyloxy or benzyloxy each being optionally partially or fully halogenated and
 15 optionally substituted with one to three C₁₋₃ alkyl groups optionally partially or fully halogenated, nitrile, hydroxyC₁₋₃alkyl or aryl; or an analog of such cycloaryl group wherein one to two ring methyne groups are independently replaced by N;

cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, cycloheptyl, bicyclopentanyl,
 20 bicyclohexanyl or bicycloheptanyl, each being optionally partially or fully halogenated and optionally substituted with one to three C₁₋₃ alkyl optionally partially or fully halogenated, nitrile, hydroxyC₁₋₃alkyl or aryl; or an analog of such cycloalkyl group wherein one to three ring methylene groups are independently replaced by O, S(O)_m, CHOH, >C=O, >C=S or NH;

25 C₃₋₁₀ branched or unbranched alkenyl each being optionally partially or fully halogenated, and optionally substituted with one to three C₁₋₅ branched or unbranched alkyl, phenyl, naphthyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, pyrrolyl, imidazolyl, pyrazolyl, thienyl, furyl, isoxazolyl or isothiazolyl, each of the aforementioned being substituted
 30 with one to five halogen, C₁₋₆ alkyl which is optionally partially or fully halogenated, cyclopropanyl, cyclobutanyl, cyclopentanyl, cyclohexanyl, cycloheptanyl,

bicyclopentanyl, bicyclohexanyl and bicycloheptanyl, hydroxy, nitrile, C₁₋₃ alkyloxy which is optionally partially or fully halogenated, NH₂C(O), mono- or di(C₁₋₃alkyl)aminocarbonyl; the C₃₋₁₀ branched or unbranched alkenyl being optionally interrupted by one or more heteroatoms chosen from O, N and S(O)_m;

5

cyclopentenyl, cyclohexenyl, cyclohexadienyl, cycloheptenyl, cycloheptadienyl, bicyclohexenyl or bicycloheptenyl, wherein such cycloalkenyl group is optionally substituted with one to three C₁₋₃ alkyl groups;

10 oxo, nitrile, halogen;

silyl containing three C₁₋₄ alkyl groups optionally partially or fully halogenated; or

C₃₋₆ alkynyl branched or unbranched carbon chain optionally partially or fully
 15 halogenated, wherein one or more methylene groups are optionally replaced by O, NH or S(O)_m and wherein said alkynyl group is optionally independently substituted with one to two oxo groups, hydroxy, pyrrolidinyl, pyrrolyl, tetrahydropyranyl, one or more C₁₋₄ alkyl optionally substituted by one or more halogen atoms, nitrile, morpholino, piperidinyl, piperazinyl, imidazolyl, phenyl, pyridinyl, tetrazolyl, or mono- or di(C₁₋₃alkyl)amino
 20 optionally substituted by one or more halogen atoms;

each R₂, R₄, and R₅ is

a C₁₋₆ branched or unbranched alkyl optionally partially or fully halogenated, C₁₋₆acyl, aroyl, C₁₋₄ branched or unbranched alkoxy, each being optionally partially or fully
 25 halogenated, halogen, methoxycarbonyl, C₁₋₃ alkyl-S(O)_m optionally partially or fully halogenated, or phenyl-S(O)_m;

OR₆, C₁₋₆ alkoxy, hydroxy, nitrile, nitro, halogen;

30 amino-S(O)_m- wherein the N atom is optionally independently mono- or di-substituted by C₁₋₆alkyl or arylC₀₋₃alkyl, or amino wherein the N atom is optionally independently

mono- or di-substituted by C₁₋₃alkyl, arylC₀₋₃alkyl, C₁₋₆acyl, C₁₋₆alkyl-S(O)_m- or arylC₀₋₃alkyl-S(O)_m-, each of the aforementioned alkyl and aryl in this subparagraph are optionally partially or fully halogenated and optionally substituted with one to two C₁₋₆ alkyl or C₁₋₆ alkoxy;

5

each R₃ is independently:

phenyl, naphthyl, morpholino, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, pyrrolyl, pyrrolidinyl, imidazolyl, pyrazolyl, thiazolyl, oxazolyl, [1,3,4]oxadiazol, triazolyl, tetrazolyl, thienyl, furyl, tetrahydrofuryl, isoxazolyl, isothiazolyl, quinolinyl, isoquinolinyl, indolyl, benzimidazolyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, benzpyrazolyl, benzothiofuranyl, cinnolinyl, pterindinyl, phthalazinyl, naphthypyridinyl, quinoxalinyl, quinazolinyl, purinyl or indazolyl, each of the aforementioned is optionally substituted with one to three phenyl, naphthyl, heterocycle or heteroaryl as hereinabove described in this paragraph, C₁₋₆ branched or unbranched alkyl which is optionally partially or fully halogenated, cyclopropanyl, cyclobutanyl, cyclopentanyl, cyclohexanyl, cycloheptanyl, bicyclopentanyl, bicyclohexanyl, bicycloheptanyl, phenyl C₁₋₅ alkyl, naphthyl C₁₋₅ alkyl, halogen, hydroxy, oxo, nitrile, C₁₋₃ alkoxy optionally partially or fully halogenated, phenyloxy, naphthyloxy, heteroaryloxy or heterocyclicoxy wherein the heterocyclic or heteroaryl moiety is as hereinabove described in this paragraph, nitro, amino, mono- or di-(C₁₋₃alkyl)lamino, phenylamino, naphthylamino, heteroaryl or heterocyclic amino wherein the heteroaryl heterocyclic moiety is as hereinabove described in this paragraph, NH₂C(O), a mono- or di-(C₁₋₃alkyl) aminocarbonyl, C₁₋₅ alkyl-C(O)-C₁₋₄ alkyl, amino-C₁₋₅ alkyl, mono- or di-(C₁₋₅alkyl)amino, mono- or di-(C₁₋₃alkyl)amino-C₁₋₅ alkyl, amino-S(O)₂, di-(C₁₋₃alkyl)amino-S(O)₂, R₇-C₁₋₅ alkyl, R₈-C₁₋₅ alkoxy, R₉-C(O)-C₁₋₅ alkyl, R₁₀-C₁₋₅ alkyl(R₁₁)N or carboxy-mono- or di-(C₁₋₅alkyl)-amino;

a fused aryl selected from benzocyclobutanyl, indanyl, indenyl, dihydronaphthyl, tetrahydronaphthyl, benzocycloheptanyl and benzocycloheptenyl, or a fused heteroaryl selected from cyclopentenopyridinyl, cyclohexanopyridinyl, cyclopentanopyrimidinyl,

- cyclohexanopyrimidinyl, cyclopentanopyrazinyl, cyclohexanopyrazinyl, cyclopentanopyridazinyl, cyclohexanopyridazinyl, cyclopentanoquinolinyl, cyclohexanoquinolinyl, cyclopentanoisoquinolinyl, cyclohexanoisoquinolinyl, cyclopentanoindolyl, cyclohexanoindolyl, cyclopentanobenzimidazolyl, cyclohexanobenzimidazolyl, cyclopentanobenzoxazolyl, cyclohexanobenzoxazolyl, cyclopentanoimidazolyl, cyclohexanoimidazolyl, cyclopentanthienyl and cyclohexanthienyl; wherein the fused aryl or fused heteroaryl ring is independently substituted with zero to three phenyl, naphthyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, pyrrolyl, imidazolyl, pyrazolyl, thienyl, furyl, isoxazolyl, isothiazolyl, C₁₋₆ alkyl which is optionally partially or fully halogenated, halogen, nitrile, C₁₋₃ alkyloxy which is optionally partially or fully halogenated, phenyloxy, naphthyloxy, heteroaryloxy or heterocyclicoxy wherein the heteroaryl or heterocyclic moiety is as hereinabove described in this paragraph, nitro, amino, mono- or di-(C₁₋₃alkyl)amino, phenylamino, naphthylamino, heteroaryl or heterocyclic amino wherein the heteroaryl or heterocyclic moiety is as hereinabove described in this paragraph, NH₂C(O), mono- or di-(C₁₋₃alkyl)aminocarbonyl, C₁₋₄ alkyl-OC(O), C₁₋₅ alkyl-C(O)-C₁₋₄ alkyl, amino-C₁₋₅ alkyl, mono- or di-(C₁₋₃alkylamino-C₁₋₅ alkyl, R₁₂-C₁₋₅ alkyl, R₁₃-C₁₋₅ alkoxy, R₁₄-C(O)-C₁₋₅ alkyl or R₁₅-C₁₋₅ alkyl(R₁₆)N;
- cyclopropanyl, cyclobutanyl, cyclopentanyl, cyclohexanyl, cycloheptanyl, bicyclopentanyl, bicyclohexanyl or bicycloheptanyl, each being optionally be partially or fully halogenated and optionally substituted with one to three C₁₋₃ alkyl groups, or an analog of such cycloalkyl group wherein one to three ring methylene groups are independently replaced by O, S, CHOH, >C=O, >C=S or NH;
- cyclopentenyl, cyclohexenyl, cyclohexadienyl, cycloheptenyl, cycloheptadienyl, bicyclohexenyl or bicycloheptenyl, each optionally substituted with one to three C₁₋₃ alkyl groups;
- C₁₋₄ alkyl-phenyl-C(O)-C₁₋₄ alkyl-, C₁₋₄ alkyl-C(O)-C₁₋₄ alkyl- or C₁₋₄ alkyl-phenyl-S(O)_m-C₁₋₄ alkyl-;

C₁₋₆ alkyl or C₁₋₆ branched or unbranched alkoxy each of which is optionally partially or fully halogenated or optionally substituted with R₁₇;

5 OR₁₈ or C₁₋₆ alkyl optionally substituted with OR₁₈;

amino or mono- or di-(C₁₋₅alkyl)amino optionally substituted with R₁₉;

10 R₂₀C(O)N(R₂₁)-, R₂₂O- or R₂₃R₂₄NC(O)-; R₂₆(CH₂)_mC(O)N(R₂₁)-, R₂₃R₂₄NC(O)-C₁₋₃alkoxy or R₂₆C(O)(CH₂)_mN(R₂₁)-;

C₂₋₆alkenyl substituted by R₂₃R₂₄NC(O)-;

15 C₂₋₆ alkynyl branched or unbranched carbon chain, optionally partially or fully halogenated, wherein one or more methylene groups are optionally replaced by O, NH, S(O)_m and wherein said alkynyl group is optionally independently substituted with one to two oxo groups, pyrrolidinyl, pyrrolyl, morpholino, piperidinyl, piperazinyl, imidazolyl, phenyl, pyridinyl, tetrazolyl one or more C₁₋₄ alkyl optionally substituted by one or more halogen atoms, nitrile, morpholino, piperidinyl, piperazinyl, imidazolyl, phenyl, 20 pyridinyl, tetrazolyl, or mono- or di-(C₁₋₄ alkyl)amino optionally substituted by one or more halogen atoms;

C₁₋₆acyl or aroyl;

25 R₆ is a:

C₁₋₄ alkyl optionally partially or fully halogenated and optionally substituted with R₂₆;

each R₇, R₈, R₉, R₁₀, R₁₂, R₁₃, R₁₄, R₁₅, R₁₇, R₁₉, R₂₅ and R₂₆ is independently: nitrile, phenyl, morpholino, piperidinyl, piperazinyl, imidazolyl, pyridinyl, tetrazolyl, 30 amino or mono- or di-(C₁₋₄alkyl)amino optionally partially or fully halogenated;

each R_{11} and R_{16} is independently:
hydrogen or C_{1-4} alkyl optionally partially or fully halogenated;

R_{18} is independently:
5 hydrogen or a C_{1-4} alkyl optionally independently substituted with oxo or R_{25} ;

R_{20} is independently:
 C_{1-10} alkyl optionally partially or fully halogenated, phenyl, or pyridinyl;

10 R_{21} is independently:
hydrogen or C_{1-3} alkyl optionally partially or fully halogenated;

each R_{22} , R_{23} and R_{24} is independently:
hydrogen, C_{1-6} alkyl optionally partially or fully halogenated, said C_{1-6} alkyl is optionally
15 interrupted by one or more O, N or S, said C_{1-6} alkyl also being independently optionally
substituted by mono- or di- $(C_{1-3}$ alkyl)aminocarbonyl, phenyl, pyridinyl, amino or mono-
or di- $(C_{1-4}$ alkyl)amino each of which is optionally partially or fully halogenated and
optionally substituted with mono- or di- $(C_{1-3}$ alkyl)amino;
or R_{23} and R_{24} taken together optionally form a heterocyclic or heteroaryl ring;

20 $m = 0, 1$ or 2 ;

W is O or S and

25 the pharmaceutically acceptable derivatives thereof.

9. The compound according to claim 8 wherein:

30 W is O .

10. The compound according to claim 9 wherein

G is phenyl, pyridinyl, pyridonyl, naphthyl, quinolinyl, isoquinolinyl, pyrazinyl,
 5 benzimidazolyl, benzooxazolyl, benzooxazolonyl, benzofuranyl, benzothiophenyl,
 benzpyrazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, 3,4-dihydro-2H-
 benzo[1,4]oxazinyl, indanyl, indenyl, indolyl, indolinyl, indolonyl, 2,3-dihydro-1H-
 indolyl or indolinonyl, wherein G is optionally substituted by one or more R₁, R₂ or R₃;

10 Ar is:

naphthyl, quinolinyl, isoquinolinyl, tetrahydronaphthyl, tetrahydroquinolinyl,
 tetrahydroisoquinolinyl, indanyl, indenyl or indolyl each being optionally substituted by
 one or more R₄ or R₅ groups;

15 X is:

phenyl, furanyl, thienyl, pyrrolyl, pyrazolyl, imidazolyl, pyridinyl, pyrimidinyl,
 pyridinonyl, dihydropyridinonyl, maleimidyl, dihydromaleimidyl, piperdinyl,
 piperazinyl, pyridazinyl or pyrazinyl; each being optionally independently substituted
 with one to three C₁₋₄ alkyl, C₁₋₄alkoxy, hydroxy, nitrile, amino, mono- or di-(C₁₋₃
 20 alkyl)amino, mono- or di-(C₁₋₃ alkylamino)carbonyl, NH₂C(O), C₁₋₆ alkyl-S(O)_m or
 halogen;

Y is:

a bond or
 25 a C₁₋₄ saturated or unsaturated carbon chain wherein one or more of the C atoms is
 optionally replaced by O, N, or S(O)_m and wherein Y is optionally independently
 substituted with one to two oxo groups, nitrile, phenyl or one or more C₁₋₄ alkyl
 optionally substituted by one or more halogen atoms;

30 Z is:

nitrile, nitrileC₁₋₃ alkyl, C₁₋₆ alkyl-S(O)_m, halogen, hydroxy, C₁₋₃ alkyl, C₁₋₃ acylamino, C₁₋₄ alkoxy, amino, mono- or di-(C₁₋₃ alkyl)aminocarbonyl, or amino mono or di-substituted by aminoC₁₋₆ alkyl or C₁₋₃alkoxyC₁₋₃alkyl;

5 each R₁ is independently:

C₁₋₆ alkyl branched or unbranched optionally partially or fully halogenated, wherein one or more C atoms are optionally independently replaced by O, N or S(O)_m, and wherein said C₁₋₆ alkyl is optionally substituted with one to three C₃₋₆cycloalkyl, oxo, phenyl, dioxolanyl, pyrrolidinyl, furyl, isoxazolyl or isothiazolyl; each of the aforementioned
10 being optionally substituted with one to three groups selected from halogen, C₁₋₃ alkyl which is optionally partially or fully halogenated, hydroxy, nitrile and C₁₋₃alkoxy which is optionally partially or fully halogenated;

cyclopropyl, cyclobutyl, cyclopentanyl, cyclohexanyl, bicyclopentanyl or
15 bicyclohexanyl, each being optionally partially or fully halogenated and optionally substituted with one to three C₁₋₃ alkyl groups optionally partially or fully halogenated, nitrile, hydroxyC₁₋₃alkyl or phenyl; or an analog of such cycloalkyl group wherein one to three ring methylene groups are independently replaced by O, S, CHOH, >C=O, >C=S or NH;

20 oxo;

C₃₋₆ alkynyl branched or unbranched carbon chain optionally partially or fully halogenated, wherein one or more methylene groups are optionally replaced by O, NH or
25 S(O)_m and wherein said alkynyl group is optionally independently substituted with one to two oxo groups, hydroxy, pyrrolidinyl, pyrrolyl, tetrahydropyranyl, C₁₋₄ alkyl optionally substituted by one or more halogen atoms, nitrile, morpholino, piperidinyl, piperazinyl, imidazolyl, phenyl, pyridinyl, tetrazolyl, or mono- or di-(C₁₋₃alkyl)amino optionally substituted by one or more halogen atoms;

30 or

silyl containing three C₁₋₄ alkyl groups optionally partially or fully halogenated;

R₂ is independently:

5 a C₁₋₅ branched or unbranched alkyl optionally partially or fully halogenated, acetyl, aroyl, C₁₋₄ branched or unbranched alkoxy, each being optionally partially or fully halogenated, halogen, methoxycarbonyl, C₁₋₂ alkyl-S(O)_m optionally partially or fully halogenated, or phenyl-S(O)_m;

10 C₁₋₃ alkoxy, hydroxy, nitrile, nitro, halogen;

amino-S(O)_m- wherein the N atom is optionally independently mono- or di-substituted by C₁₋₃alkyl or arylC₀₋₃alkyl, or amino wherein the N atom is optionally independently mono- or di-substituted by C₁₋₃alkyl, arylC₀₋₃alkyl, C₁₋₃acyl, C₁₋₄alkyl-S(O)_m- or arylC₀₋₃alkyl-S(O)_m-, each of the aforementioned alkyl and aryl in this subparagraph are
 15 optionally partially or fully halogenated and optionally substituted with one to two C₁₋₃ alkyl or C₁₋₃ alkoxy;

R₃ is independently:

20 phenyl, morpholino, pyridinyl, pyrimidinyl, pyrazinyl, pyrrolyl, pyrrolidinyl, imidazolyl, [1,3,4]oxadiazol, pyrazolyl, each is optionally substituted with one to three phenyl, naphthyl, heterocycle or heteroaryl as hereinabove described in this paragraph, C₁₋₆ alkyl which is optionally partially or fully halogenated, cyclopropanyl, cyclobutanyl, cyclopentanyl, cyclohexanyl, cycloheptanyl, bicyclopentanyl, bicyclohexanyl,
 25 bicycloheptanyl, phenyl C₁₋₅ alkyl, naphthyl C₁₋₅ alkyl, halogen, oxo, hydroxy, nitrile, C₁₋₃ alkoxy optionally partially or fully halogenated, phenyloxy, naphthyloxy, heteroaryloxy or heterocyclicoxy wherein the heteroaryl or heterocyclic moiety is as hereinabove described in this paragraph, nitro, amino, mono- or di-(C₁₋₃alkyl)amino, phenylamino, naphthylamino, heteroaryl or heterocyclic amino wherein the heteroaryl or heterocyclic
 30 moiety is as hereinabove described in this paragraph, NH₂C(O), a mono- or di-(C₁₋₃alkyl)aminocarbonyl, C₁₋₅ alkyl-C(O)-C₁₋₄ alkyl, mono- or di-(C₁₋₃alkyl)amino, mono- or

di-(C₁₋₃)alkylamino-C₁₋₅ alkyl, mono- or di-(C₁₋₃alkyl)amino-S(O)₂, R₇-C₁₋₅ alkyl, R₈-C₁₋₅ alkoxy, R₉-C(O)-C₁₋₅ alkyl, R₁₀-C₁₋₅ alkyl(R₁₁)N or carboxy-mono- or di-(C₁₋₅)-alkyl-amino;

- 5 C₁₋₃ alkyl or C₁₋₄ alkoxy each being optionally partially or fully halogenated or optionally substituted with R₁₇;

OR₁₈ or C₁₋₆ alkyl optionally substituted with OR₁₈;

- 10 amino or mono- or di- (C₁₋₅ alkyl)amino optionally substituted with R₁₉;

R₂₀C(O)N(R₂₁)-, R₂₂O-; R₂₃R₂₄NC(O)-; R₂₆CH₂C(O)N(R₂₁)-, R₂₃R₂₄NC(O)-C₁₋₂alkoxy or R₂₆C(O)CH₂N(R₂₁)-;

- 15 C₂₋₄alkenyl substituted by R₂₃R₂₄NC(O)-; or

- C₂₋₄ alkynyl branched or unbranched carbon chain optionally partially or fully halogenated wherein one of the methylene groups is optionally replaced by O, and optionally independently substituted with one to two oxo groups, pyrrolidinyl, pyrrolyl, 20 morpholino, piperidinyl, piperazinyl, imidazolyl, phenyl, pyridinyl, tetrazolyl or one or more C₁₋₄ alkyl optionally substituted by one or more halogen atoms;

C₁₋₃acyl; and

- 25 R₂₃ and R₂₄ taken together optionally form imidazolyl, piperidinyl, morpholino, piperazinyl or a pyridinyl ring.

11. The compound according to claim 10 wherein:

30

G is

phenyl, pyridinyl, pyridonyl, naphthyl, quinolinyl, isoquinolinyl, pyrazinyl, 3,4-dihydro-2H-benzo[1,4]oxazinyl, benzothiophenyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, benzooxazolyl, indanyl, indolyl, indolinyl, indolonyl or indolinonyl, wherein G is optionally substituted by one or more R₁, R₂ or R₃;

5

Ar is naphthyl;

X is

phenyl, imidazolyl, pyridinyl, pyrimidinyl, piperdinyl, piperazinyl, pyridazinyl or
 10 pyrazinyl each being optionally independently substituted with one to three C₁₋₄ alkyl, C₁₋₄alkoxy, hydroxy, nitrile, amino, mono- or di-(C₁₋₃ alkyl)amino, mono- or di-(C₁₋₃ alkylamino)carbonyl, NH₂C(O), C₁₋₆ alkyl-S(O)_m or halogen;

Y is:

15 a bond or

a C₁₋₄ saturated carbon chain wherein one or more of the C atoms is optionally replaced by O, N or S and wherein Y is optionally independently substituted with nitrile or oxo;

Z is:

20 hydroxy, C₁₋₃ alkyl, C₁₋₃ alkoxy, C₁₋₃ acylamino, C₁₋₃ alkylsulfonyl, nitrile C₁₋₃ alkyl or amino mono or di-substituted by C₁₋₃ alkoxyC₁₋₃ alkyl;

each R₁ is independently:

C₁₋₅ alkyl branched or unbranched optionally partially or fully halogenated, wherein one
 25 or more C atoms are optionally independently replaced by O, N or S(O)_m, and wherein said C₁₋₅ alkyl is optionally substituted with oxo, dioxolanyl, pyrrolidinyl, furyl or phenyl each optionally substituted with one to three halogen, C₁₋₃ alkyl which is optionally partially or fully halogenated, hydroxy, nitrile and C₁₋₃alkoxy which is optionally partially or fully halogenated;

30

cyclopropyl, cyclobutyl, cyclopentanyl, cyclohexanyl, bicyclopentanyl or bicyclohexanyl, each being optionally partially or fully halogenated and optionally substituted with one to three C₁₋₃ alkyl groups optionally partially or fully halogenated, nitrile, hydroxyC₁₋₃alkyl or phenyl; and an analog of cyclopropyl, cyclobutyl,
 5 cyclopentanyl, cyclohexanyl, bicyclopentanyl or bicyclohexanyl wherein one ring methylene group is replaced by O;

oxo;

10 C₂₋₄ alkynyl optionally partially or fully halogenated wherein one or more methylene groups are optionally replaced by O, and optionally independently substituted with one to two oxo groups, hydroxy, pyrroldinyl, pyrrolyl, tetrahydropyranyl, C₁₋₄ alkyl optionally substituted by one or more halogen atoms, nitrile, morpholino, piperidinyl, piperazinyl, imidazolyl, phenyl, pyridinyl, tetrazolyl, or mono- or di(C₁₋₃alkyl)amino optionally
 15 substituted by one or more halogen atoms;

or

20 silyl containing three C₁₋₂ alkyl groups optionally partially or fully halogenated;

each R₃ is independently:

phenyl, morpholino, pyridinyl, pyrimidinyl, pyrrolidinyl, 2,5-pyrrolidin-dionyl, imidazolyl, [1,3,4]oxadiazol, pyrazolyl, each of the aforementioned is optionally
 25 substituted with one to three C₁₋₃ alkyl which is optionally partially or fully halogenated, halogen, oxo, hydroxy, nitrile or C₁₋₃ alkoxy optionally partially or fully halogenated;

C₁₋₃ alkyl or C₁₋₃ alkoxy optionally partially or fully halogenated or optionally substituted with R₁₇;

30 OR₁₈ or C₁₋₃ alkyl optionally substituted with OR₁₈;

amino or mono- or di-(C₁₋₃ alkyl)amino optionally substituted with R₁₉;

R₂₀C(O)N(R₂₁)-, R₂₂O- ; R₂₃R₂₄NC(O)-; R₂₆CH₂C(O)N(R₂₁)-, NH₂C(O)methoxy or
R₂₆C(O)CH₂N(R₂₁)-;

5

C₂₋₄ alkenyl substituted by R₂₃R₂₄NC(O)-; or

C₂₋₄ alkynyl substituted with pyrrolidinyl or pyrrolyl;

10 C₁₋₃acyl and

R₂₃ and R₂₄ taken together optionally form morpholino.

15 12. The compound according to claim 11 wherein

G is phenyl, pyridinyl, pyridonyl, 2-naphthyl, quinolinyl, isoquinolinyl,
dihydrobenzofuranyl, indanyl, 5-indolyl, 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-8-yl,
benzooxalolyl, 2,3-dihydrobenzooxazol-7-yl, 2-oxo-2,3-dihydro-1H-indol-5-yl, indolinyl,
20 indolonyl, or indolinonyl , wherein G is optionally substituted by one or more R₁, R₂ or
R₃;

Ar is 1-naphthyl;

25 X is:

phenyl, imidazolyl, pyridinyl, pyrimidinyl, piperdinyl, piperazinyl, pyridazinyl or
pyrazinyl;

Y is:

30 a bond or

-CH₂-, -CH₂CH₂-, -C(O)-, -O-, -S-, -NH-CH₂CH₂CH₂- , -N(CH₃)-,

$\text{CH}_2(\text{CN})\text{CH}_2\text{-NH-CH}_2$ or -NH- ;

Z is

- 5 hydroxy, C_{1-3} alkyl, N,N-diC_{1-3} alkoxy C_{1-3} alkylamino, C_{1-3} acylamino, C_{1-3} alkylsulfonyl or nitrile C_{1-3} alkyl;

each R_1 is independently:

- 10 C_{1-5} alkyl optionally partially or fully halogenated wherein one or more C atoms are optionally independently replaced by O or N, and wherein said C_{1-5} alkyl is optionally substituted with oxo, dioxolanyl, pyrrolidinyl, furyl or phenyl optionally substituted by C_{1-3} alkoxy;

- 15 cyclopropyl, cyclopentanyl, cyclohexanyl or bicyclopentanyl optionally substituted with one to three methyl groups optionally partially or fully halogenated, nitrile, hydroxymethyl or phenyl; or 2-tetrahydrofuran substituted by methyl; or trimethyl silyl;

- 20 propynyl substituted hydroxy or tetrahydropyran-2-yloxy;

each R_3 is independently:

- 25 phenyl, morpholino, pyridinyl, pyrimidinyl, pyrrolidinyl, 2,5-pyrrolidin-dionyl, imidazolyl, [1,3,4]oxadiazol or pyrazolyl, each is optionally substituted with C_{1-2} alkyl which is optionally partially or fully halogenated;

C_{1-3} alkyl or C_{1-3} alkoxy each being optionally partially or fully halogenated or optionally substituted with diethylamino;

- 30 OR_{18} or C_{1-3} alkyl optionally substituted with OR_{18} ;

amino or mono- or di- $(\text{C}_{1-3}$ alkyl)amino optionally substituted with R_{19} ;

$\text{CH}_3\text{C}(\text{O})\text{NH}-$, $\text{R}_{22}\text{O}-$; $\text{R}_{23}\text{R}_{24}\text{NC}(\text{O})-$; $\text{R}_{26}\text{CH}_2\text{C}(\text{O})\text{N}(\text{R}_{21})-$, $\text{NH}_2\text{C}(\text{O})$ methoxy or $\text{R}_{26}\text{C}(\text{O})\text{CH}_2\text{N}(\text{R}_{21})-$;

5 C_{2-4} alkenyl substituted by $\text{R}_{23}\text{R}_{24}\text{NC}(\text{O})-$; or

C_{2-4} alkynyl substituted with pyrrolidinyl or pyrrolyl;

C_{1-2} acyl; and

10

R_{23} and R_{24} are H or R_{23} and R_{24} taken together optionally form morpholino; and

R_{26} is morpholino.

15 13. The compound according to claim 12 wherein

G is

phenyl, pyridinyl, 5-indolyl, 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-8-yl,
benzooxalolyl, 2,3-dihydrobenzooxazol-7-yl, 2-oxo-2,3-dihydro-1H-indol-5-yl or 2-
20 naphthyl wherein G is optionally substituted by one or more R_1 , R_2 or R_3 ;

X is:

imidazolyl, pyridinyl, pyrimidinyl or pyrazinyl;

25

Y is:

a bond, $\text{CH}_2(\text{CN})\text{CH}_2\text{-NH-CH}_2$, -CH_2 -, $\text{-NH-CH}_2\text{CH}_2\text{CH}_2$ - or -NH- ;

Z is hydroxy, methyl, N,N-dimethoxyethylamino, acetylamino, methylsulfonyl or
cyanoethyl;

30

each R_1 is independently:

tert-butyl, sec-butyl, tert-amyl, phenyl, tetrahydropyran-2-yloxypropynyl, hydroxypropynyl, trihalomethyl, 2,2-diethylpropionyl or cyclohexanyl;

R_2 is chloro, nitro, amino, nitrile, methylsulfonylamino, diacetylamino, phenylsulfonylamino, N,N-di(methylsulfonyl)amino, methylsulfonyl or trihalomethylsulfonyl;

R_3 is independently:

methyl, C_{1-3} alkoxy, methoxymethyl, hydroxypropyl, dimethylamino, C_{1-4} alkylamino, $NH_2C(O)$ methoxy, acetyl, pyrrolidinyl, imidazolyl, pyrazolyl, morpholino or morpholinocarbonyl.

14. The compound according to claim 13 wherein X is pyridinyl.

15. The compound according to claim 14 wherein the pyridinyl is attached to Ar via the 3-pyridinyl position.

16. A compound selected from:

1-(5-tert-Butyl-2-methyl-phenyl)-3-(4-{6-[(3-methoxy-propyl)-methyl-amino]-pyridin-3-yl}-naphthalen-1-yl)-urea;

1-(5-tert-Butyl-2-methoxy-phenyl)-3-[4-(6-hydroxymethyl-pyridin-3-yl)-naphthalen-1-yl]-urea;

1-(3-Amino-5-tert-butyl-2-methoxy-phenyl)-3-[4-(6-methyl-pyridin-3-yl)-naphthalen-1-yl]-urea;

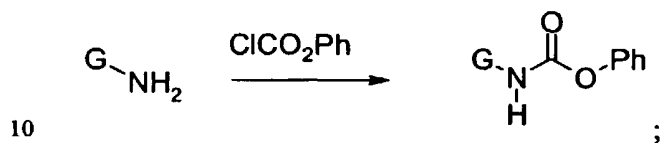
1-[4-(6-{[Bis-(2-methoxy-ethyl)-amino]-methyl}-pyridin-3-yl)-naphthalen-1-yl]-3-(5-tert-butyl-2-methoxy-phenyl)-urea;

N-(5-{4-[3-(5-tert-Butyl-2-methyl-phenyl)-ureido]-naphthalen-1-yl}-pyrazin-2-yl)-methanesulfonamide;

comprises administering to a patient in need of such treatment a therapeutically effective amount of a compound according to claims 1, 8 or 16.

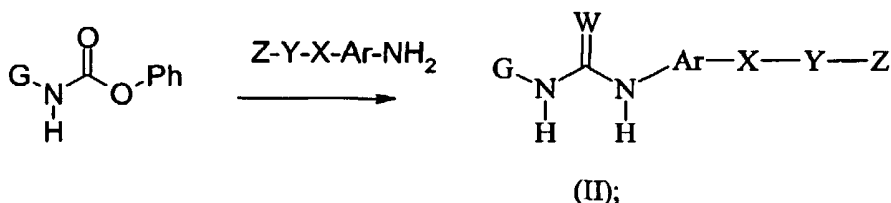
21. A method of making a compound of the formula(II) according to claim 1,
5 comprising:

a) reacting an arylamine with phenyl chloroformate in a suitable halogenated solvent with a suitable base at 0 – 85°C for about 2 – 24 hours:



b) isolating and subsequently reacting the product of step a) with an arylamine shown below in a non-protic anhydrous solvent at 0 – 110°C for about 2 – 24 hours, to produce a compound of the formula (II):

15

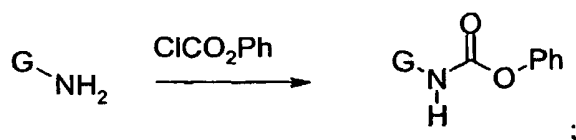


wherein W is O and G, Ar, X, Y and Z are as defined in claim 1.

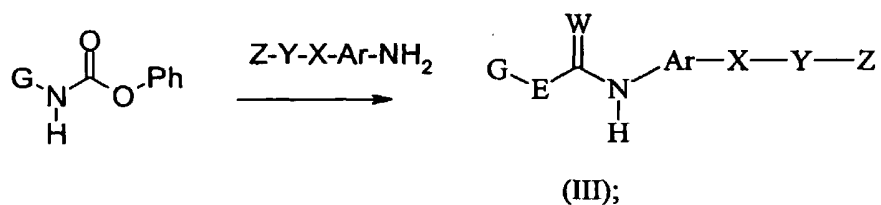
20 22. A method of making a compound of the formula(III) according to claim 8, comprising:

a) reacting an arylamine with phenyl chloroformate in a suitable halogenated solvent with a suitable base at 0 – 85°C for about 2 – 24 hours:

25



- b) isolating and subsequently reacting the product of step a) with an arylamine shown below in a non-protic anhydrous solvent at 0 – 110°C for about 2 – 24 hours, to
 5 produce a compound of the formula (III):



wherein E is N-H, W is O and G, Ar, X, Y and Z are as defined in claim 8.